

User Fee for Exempt Organization Determination Letter Request

► Attach this form to determination letter application.
(Form 8718 is NOT a determination letter application.)

For IRS Use Only	OMB No. 1545-1798
	Control number _____
	Amount paid _____
	User fee screener _____

1 Name of organization Madison Majority Project, Inc.	2 Employer Identification Number 26 3594713
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Caution. Do not attach Form 8718 to an application for a pension plan determination letter. Use Form 8717 instead.

Fee

3 Type of request

- a ☐ Initial request for a determination letter for:
- An exempt organization that has had annual gross receipts averaging not more than \$10,000 during the preceding 4 years or
 - A new organization that anticipates gross receipts averaging not more than \$10,000 during its first 4 years ► \$300
- Note.** If you checked box 3a, you must complete the *Certification* below.

Certification

I certify that the annual gross receipts of _____ name of organization
have averaged (or are expected to average) not more than \$10,000 during the preceding 4 (or the first 4) years of operation.
Signature ► Title ►

- b ☒ Initial request for a determination letter for:
- An exempt organization that has had annual gross receipts averaging more than \$10,000 during the preceding 4 years or
 - A new organization that anticipates gross receipts averaging more than \$10,000 during its first 4 years . ► \$750
- c ☐ Group exemption letters ► \$900

Instructions

The law requires payment of a user fee with each application for a determination letter. The user fees are listed on line 3 above. For more information, see Rev. Proc. 2006-8, 2006-1 I.R.B. 245, or latest annual update.

Check the box or boxes on line 3 for the type of application you are submitting. If you check box 3a, you must complete and sign the certification statement that appears under line 3a.

Attach to Form 8718 a check or money order payable to the "United States Treasury" for the full amount of the user fee. If you do not include the full amount, your application will be returned. Attach Form 8718 to your determination letter application.

Generally, the user fee will be refunded only if the Internal Revenue Service declines to issue a determination.

Where To File

Send the determination letter application and Form 8718 to:

Internal Revenue Service
P.O. Box 192
Covington, KY 41012-0192

Paperwork Reduction Act Notice. We ask for the information on this form to carry out the Internal Revenue laws of the United States. If you want your organization to be recognized as tax-exempt by the IRS, you are required to give us this information. We need it to determine whether the organization meets the legal requirements for tax-exempt status.

You are not required to provide the information requested on a form that is subject to the Paperwork Reduction Act unless the form displays a valid OMB control number. Books or records relating

to a form or its instructions must be retained as long as their contents may become material in the administration of any Internal Revenue law. The rules governing the confidentiality of Form 8718 are covered in section 6104.

The time needed to complete and file this form will vary depending on individual circumstances. The estimated average time is 5 minutes. If you have comments concerning the accuracy of this time estimate or suggestions for making this form simpler, we would be happy to hear from you. You can write to the Internal Revenue Service, Tax Products Coordinating Committee, SE:W:CAR:MP:T:T:SP, 1111 Constitution Ave. NW, IR-6406, Washington, DC 20224. Do not send this form to this address. Instead, see *Where To File* above.

Attach Check or Money Order Here



**Application for Recognition of Exemption
Under Section 501(a)**

OMB No. 1545-0057

If exempt status is approved,
this application will be open
for public inspection.

Read the instructions for each Part carefully. **A User Fee must be attached to this application.**
If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to the organization.

Complete the Procedural Checklist on page 6 of the instructions.

Part I. Identification of Applicant (Must be completed by all applicants; also complete appropriate schedule.)
Submit only the schedule that applies to your organization. Do not submit blank schedules.

Check the appropriate box below to indicate the section under which the organization is applying:

- a** ☐ Section 501(c)(2)—Title holding corporations (Schedule A, page 7)
b ☒ Section 501(c)(4)—Civic leagues, social welfare organizations (including certain war veterans' organizations), or local associations of employees (Schedule B, page 8)
c ☐ Section 501(c)(5)—Labor, agricultural, or horticultural organizations (Schedule C, page 9)
d ☐ Section 501(c)(6)—Business leagues, chambers of commerce, etc. (Schedule C, page 9)
e ☐ Section 501(c)(7)—Social clubs (Schedule D, page 11)
f ☐ Section 501(c)(8)—Fraternal beneficiary societies, etc., providing life, sick, accident, or other benefits to members (Schedule E, page 13)
g ☐ Section 501(c)(9)—Voluntary employees' beneficiary associations (Parts I through IV and Schedule F, page 14)
h ☐ Section 501(c)(10)—Domestic fraternal societies, orders, etc., not providing life, sick, accident, or other benefits (Schedule E, page 13)
i ☐ Section 501(c)(12)—Benevolent life insurance associations, mutual ditch or irrigation companies, mutual or cooperative telephone companies, or like organizations (Schedule G, page 15)
j ☐ Section 501(c)(13)—Cemeteries, crematoria, and like corporations (Schedule H, page 16)
k ☐ Section 501(c)(15)—Mutual insurance companies or associations, other than life or marine (Schedule I, page 17)
l ☐ Section 501(c)(17)—Trusts providing for the payment of supplemental unemployment compensation benefits (Parts I through IV and Schedule J, page 18)
m ☐ Section 501(c)(19)—A post, organization, auxiliary unit, etc., of past or present members of the Armed Forces of the United States (Schedule K, page 19)
n ☐ Section 501(c)(25)—Title holding corporations or trusts (Schedule A, page 7)

1a Full name of organization (as shown in organizing document) Madison Majority Project, Inc.		2 Employer identification number (EIN) (if none, see Specific Instructions on page 2) 26 : 3594713
1b c/o Name (if applicable)		3 Name and telephone number of person to be contacted if additional information is needed Ned Ryun (571) 246-7767
1c Address (number and street) 120 N. Hatcher Ave.	Room/Suite	
1d City, town or post office, state, and ZIP + 4 If you have a foreign address, see Specific Instructions for Part I, page 2. Purcellville, VA 20132		
1e Web site address	4 Month the annual accounting period ends 6	5 Date incorporated or formed 9/30/08

6 Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? ☐ Yes ☒ No
If "Yes," attach an explanation.

7 Has the organization filed Federal income tax returns or exempt organization information returns? ☐ Yes ☒ No
If "Yes," state the form numbers, years filed, and Internal Revenue office where filed.

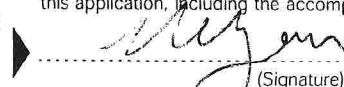
8 Check the box for the type of organization. ATTACH A CONFORMED COPY OF THE CORRESPONDING ORGANIZING DOCUMENTS TO THE APPLICATION BEFORE MAILING.

- a** ☒ Corporation— Attach a copy of the Articles of Incorporation (including amendments and restatements) showing approval by the appropriate state official; also attach a copy of the bylaws.
b ☐ Trust— Attach a copy of the Trust Indenture or Agreement, including all appropriate signatures and dates.
c ☐ Association— Attach a copy of the Articles of Association, Constitution, or other creating document, with a declaration (see instructions) or other evidence that the organization was formed by adoption of the document by more than one person. Also include a copy of the bylaws.

If this is a corporation or an unincorporated association that has not yet adopted bylaws, check here ☐

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization, and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

PLEASE
SIGN
HERE


(Signature)

Ned Ryun, President
(Type or print name and title or authority of signer)

3/5/09
(Date)

Part II. Activities and Operational Information (Must be completed by all applicants)

- 1 Provide a detailed narrative description of all the activities of the organization—past, present, and planned. Do not merely refer to or repeat the language in the organizational document. List each activity separately in the order of importance based on the relative time and other resources devoted to the activity. Indicate the percentage of time for each activity. Each description should include, as a minimum, the following: (a) a detailed description of the activity including its purpose and how each activity furthers your exempt purpose; (b) when the activity was or will be initiated; and (c) where and by whom the activity will be conducted.

The corporation is organized and shall operate exclusively for the purposes of promoting social welfare and civic betterment by undertaking programs that promote conservative principles in federal, state and local levels through the mobilization of public opinion; the promotion of conservative practices and policies; and the reform of laws, enactment of legislation, and promotion of changes in public policy. Notwithstanding any other provision of the Articles of Incorporation or any Bylaws adopted thereunder, the corporation shall not take any action not permitted by the laws that apply to it.

The mission of the Madison Majority Project is to educate the public about the principles of conservatism, and to encourage elected officials to adopt policies and regulations consistent with such principles.

The organization expects to initially focus on the following activities:

(a) Public speaking, including earned media. The chairman, who is a former U.S. Congressman, will speak to interested groups, in D.C. and in various states, and to the media to promote the group's philosophic and public policy positions. (In 2009, we expect this activity to account for 50% of time spent).

(b) Publications. The organization will publish a website, newsletters and brochures that describe and promote the organizations philosophical and public policy positions and will distribute them to selected audiences. This will be done by the chairman, along with volunteers and, as funds are available to hire them, full or part-time staff and/or consultants. (In 2009, we expect this activity to be 20% of time spent).

(c) Events. The organization expects to sponsor or cosponsor several events, probably in D.C., for political activists and other interested citizens, to educate them about key philosophical beliefs and public policy positions and to encourage them to advocate such positions to their acquaintances, the members of their organizations and the elected officials who represent them. (In 2009, we expect this activity to be 20% of all time).

(d) Lobbying. The organization's chairman and other volunteers and staff will advocate selected policy and legislative positions to selected officeholders to seek to promote legislation, regulation and public policy that are consistent with the organization's philosophical and public policy positions. (In 2009, we expect this activity to be 10% of all time).

(e) Other activities may be identified and undertaken from time to time that are believed will be effective in promoting the organization's philosophical and public policy positions.

- 2 List the organization's present and future sources of financial support, beginning with the largest source first.
- The organization's chairman, Jim Ryun, is a former U.S. Congressman. Initial financial support will come from friends of his who support the mission and vision of the organization. Additional support will be solicited from individual donors in face to face discussions. As funds permit, the organization plans to use mail, email and phone solicitations to raise funds. We expect to receive some donations through the Project's website.

Part II. Activities and Operational Information (continued)

3 Give the following information about the organization's governing body:

a Names, addresses, and titles of officers, directors, trustees, etc.	b Annual compensation
Jim Ryun, Chairman. 608 S. Maple Ave. Purcellville, VA 20132	Projected \$50,000
Ned Ryun, Director. 608 S Maple Ave. Purcellville, VA 20132	0
Drew Ryun, Director. 608 S Maple Ave. Purcellville, VA 20132	0
John Eddy, 899 S. College Mall Rd. #362, Bloomington, IN 47401	0
Peter Samuelson. 899 S. College Mall, #362. Bloomington, IN 47401	0

4 If the organization is the outgrowth or continuation of any form of predecessor, state the name of each predecessor, the period during which it was in existence, and the reasons for its termination. Submit copies of all papers by which any transfer of assets was effected.
n/a

5 If the applicant organization is now, or plans to be, connected in any way with any other organization, describe the other organization and explain the relationship (e.g., financial support on a continuing basis; shared facilities or employees; same officers, directors, or trustees).
The applicant has overlapping board of directors and staff with two 501(c)(3) organizations: American Majority and Campus Majority (which is expected to be renamed "Madison Majority Project Education"; and which was previously named "Madison Youth Education Fund") - and is expected to have overlapping board of directors with a political action committee to be formed in the future (likely to be named "Madison Majority PAC").

6 If the organization has capital stock issued and outstanding, state: **(1)** class or classes of the stock; **(2)** number and par value of the shares; **(3)** consideration for which they were issued; and **(4)** if any dividends have been paid or whether your organization's creating instrument authorizes dividend payments on any class of capital stock.
n/a

7 State the qualifications necessary for membership in the organization; the classes of membership (with the number of members in each class); and the voting rights and privileges received. If any group or class of persons is required to join, describe the requirement and explain the relationship between those members and members who join voluntarily. Submit copies of any membership solicitation material. Attach sample copies of all types of membership certificates issued.
none

8 Explain how your organization's assets will be distributed on dissolution.
In the event of dissolution or final liquidation, all remaining assets and property shall, after paying or making provision for the payment of all the liabilities and obligations of the corporation and for necessary expenses thereof, be distributed to such organizations organized and operated exclusively for social welfare, public benefit, charitable or educational purposes and exempt under section 501(c)3 or 501(c)4 of the Code. In no event shall any of such assets or property be distributed to any director or officer or any private individual.

Part II. Activities and Operational Information (continued)

- 9 Has the organization made or does it plan to make any distribution of its property or surplus funds to shareholders or members? ☐ Yes ☒ No
If "Yes," state the full details, including: (1) amounts or value; (2) source of funds or property distributed or to be distributed; and (3) basis of, and authority for, distribution or planned distribution.
- 10 Does, or will, any part of your organization's receipts represent payments for services performed or to be performed? ☐ Yes ☒ No
If "Yes," state in detail the amount received and the character of the services performed or to be performed.
- 11 Has the organization made, or does it plan to make, any payments to members or shareholders for services performed or to be performed? ☐ Yes ☒ No
If "Yes," state in detail the amount paid, the character of the services, and to whom the payments have been, or will be, made.
- 12 Does the organization have any arrangement to provide insurance for members, their dependents, or others (including provisions for the payment of sick or death benefits, pensions, or annuities)? ☐ Yes ☒ No
If "Yes," describe and explain the arrangement's eligibility rules and attach a sample copy of each plan document and each type of policy issued.
- 13 Is the organization under the supervisory jurisdiction of any public regulatory body, such as a social welfare agency, etc.? ☐ Yes ☒ No
If "Yes," submit copies of all administrative opinions or court decisions regarding this supervision, as well as copies of applications or requests for the opinions or decisions.
- 14 Does the organization now lease or does it plan to lease any property? ☐ Yes ☒ No
If "Yes," explain in detail. Include the amount of rent, a description of the property, and any relationship between the applicant organization and the other party. Also, attach a copy of any rental or lease agreement. (If the organization is a party, as a lessor, to multiple leases of rental real property under similar lease agreements, please attach a single representative copy of the leases.)
(NO CURRENT PLANS TO LEASE)
- 15 Has the organization spent or does it plan to spend any money attempting to influence the selection, nomination, election, or appointment of any person to any Federal, state, or local public office or to an office in a political organization? ☐ Yes ☒ No
If "Yes," explain in detail and list the amounts spent or to be spent in each case.
- 16 Does the organization publish pamphlets, brochures, newsletters, journals, or similar printed material? ☒ Yes ☐ No
If "Yes," attach a recent copy of each.
(NO PUBLICATIONS YET)

Part III. Financial Data (Must be completed by all applicants)

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.

A. Statement of Revenue and Expenses

	Revenue	(a) Current Tax Year	3 Prior Tax Years or Proposed Budget for Next 2 Years			(e) Total
		From 9/08 To 6/09	(b) 7/09 - 6/10	(c) 7/10 - 6/11	(d)	
1	Gross dues and assessments of members	20,000	50,000	100,000		170,000
2	Gross contributions, gifts, etc.	100,000	200,000	400,000		700,000
3	Gross amounts derived from activities related to the organization's exempt purpose (attach schedule) (Include related cost of sales on line 9.)					
4	Gross amounts from unrelated business activities (attach schedule)					
5	Gain from sale of assets, excluding inventory items (attach schedule)					
6	Investment income (see page 3 of the instructions)					
7	Other revenue (attach schedule).					
8	Total revenue (add lines 1 through 7)	120,000	250,000	500,000		870,000
	Expenses					
9	Expenses attributable to activities related to the organization's exempt purposes.	40,000	100,000	250,000		390,000
10	Expenses attributable to unrelated business activities					
11	Contributions, gifts, grants, and similar amounts paid (attach schedule).					
12	Disbursements to or for the benefit of members (attach schedule)					
13	Compensation of officers, directors, and trustees (attach schedule)	50,000	75,000	75,000		200,000
14	Other salaries and wages.	15,000	50,000	130,000		195,000
15	Interest					
16	Occupancy	5,000	15,000	15,000		35,000
17	Depreciation and depletion					
18	Other expenses (attach schedule)					
19	Total expenses (add lines 9 through 18)	110,000	240,000	470,000		820,000
20	Excess of revenue over expenses (line 8 minus line 19)	10,000	10,000	30,000		50,000

B. Balance Sheet (at the end of the period shown)

		Current Tax Year as of 12/08	
Assets			
1	Cash	1	3,000
2	Accounts receivable, net	2	
3	Inventories	3	
4	Bonds and notes receivable (attach schedule)	4	
5	Corporate stocks (attach schedule).	5	
6	Mortgage loans (attach schedule)	6	
7	Other investments (attach schedule)	7	
8	Depreciable and depletable assets (attach schedule)	8	
9	Land	9	
10	Other assets (attach schedule)	10	
11	Total assets	11	3,000
Liabilities			
12	Accounts payable	12	
13	Contributions, gifts, grants, etc., payable	13	
14	Mortgages and notes payable (attach schedule)	14	
15	Other liabilities (attach schedule)	15	
16	Total liabilities.	16	0
Fund Balances or Net Assets			
17	Total fund balances or net assets	17	3,000
18	Total liabilities and fund balances or net assets (add line 16 and line 17)	18	3,000

If there has been any substantial change in any aspect of the organization's financial activities since the end of the period shown above, check the box and attach a detailed explanation. ☐

Part IV. Notice Requirements (Sections 501(c)(9) and 501(c)(17) Organizations Only)**1** Section 501(c)(9) and 501(c)(17) organizations:

Are you filing Form 1024 within 15 months from the end of the month in which the organization was created or formed as required by section 505(c)?

☒ Yes ☐ No

If "Yes," skip the rest of this Part.

If "No," answer question 2.

2 If you answer "No" to question 1, are you filing Form 1024 within 27 months from the end of the month in which the organization was created or formed?

☐ Yes ☐ No

If "Yes," your organization qualifies under Regulation section 301.9100-2 for an automatic 12-month extension of the 15-month filing requirement. Do not answer questions 3 and 4.

If "No," answer question 3.

3 If you answer "No" to question 2, does the organization wish to request an extension of time to apply under the "reasonable action and good faith" and the "no prejudice to the interest of the government" requirements of Regulations section 301.9100-3?

☐ Yes ☐ No

If "Yes," give the reasons for not filing this application within the 27-month period described in question 2. See Specific Instructions, Part IV, Line 3, page 4, before completing this item. Do not answer question 4.

If "No," answer question 4.

4 If you answer "No" to question 3, your organization's qualification as a section 501(c)(9) or 501(c)(17) organization can be recognized only from the date this application is filed. Therefore, does the organization want us to consider its application as a request for recognition of exemption as a section 501(c)(9) or 501(c)(17) organization from the date the application is received and not retroactively to the date the organization was created or formed?

☐ Yes ☐ No

Schedule B Organizations Described in Section 501(c)(4) (Civic leagues, social welfare organizations (including posts, councils, etc., of veterans' organizations not qualifying or applying for exemption under section 501(c)(19)) or local associations of employees.)

- 1 Has the Internal Revenue Service previously issued a ruling or determination letter recognizing the applicant organization (or any predecessor organization listed in question 4, Part II of the application) to be exempt under section 501(c)(3) and later revoked that recognition of exemption on the basis that the applicant organization (or its predecessor) was carrying on propaganda or otherwise attempting to influence legislation or on the basis that it engaged in political activity? . . . ☐ Yes ☒ No

If "Yes," indicate the earliest tax year for which recognition of exemption under section 501(c)(3) was revoked and the IRS district office that issued the revocation.

- 2 Does the organization perform or plan to perform (for members, shareholders, or others) services, such as maintaining the common areas of a condominium; buying food or other items on a cooperative basis; or providing recreational facilities or transportation services, job placement, or other similar undertakings? . . . ☐ Yes ☒ No

If "Yes," explain the activities in detail, including income realized and expenses incurred. Also, explain in detail the nature of the benefits to the general public from these activities. (If the answer to this question is explained in Part II of the application (pages 2, 3, and 4), enter the page and item number here.)

- 3 If the organization is claiming exemption as a homeowners' association, is access to any property or facilities it owns or maintains restricted in any way? . . . ☐ Yes ☒ No

If "Yes," explain.

- 4 If the organization is claiming exemption as a local association of employees, state the name and address of each employer whose employees are eligible for membership in the association. If employees of more than one plant or office of the same employer are eligible for membership, give the address of each plant or office.

n/a



STATE CORPORATION COMMISSION

Richmond, September 30, 2008

This is to certify that the certificate of incorporation of

Madison Majority Project, Inc.

was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business. Effective date: September 30, 2008



State Corporation Commission

Attest:

Joel H. Reck
Clerk of the Commission

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

ARTICLES OF INCORPORATION
OF
MADISON MAJORITY PROJECT, INC.
(Virginia nonstock corporation)

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, states as follows:

- 1 The name of the corporation is the Madison Majority Project, Inc. (the "Corporation").
- 2 The Corporation is organized and shall operate exclusively for the purposes of promoting social welfare and civic betterment by undertaking programs that promote conservative principles federal, state, and local levels through the mobilization of public opinion; the promotion of conservative practices and policies; and the reform of laws, enactment of legislation, and promotion of changes in public policy. In pursuance of these purposes, the Corporation shall have the powers to do all things necessary, proper, and consistent with maintaining tax-exempt status under Section 501(c)(4). All references to sections in these Articles refer to the Internal Revenue Code of 1986, as amended, or to comparable sections of subsequent internal revenue codes. Notwithstanding any other provision of these Articles or of any Bylaws adopted thereunder, the Corporation shall not take any action not permitted by the laws that then apply to it.
- 3 The Corporation shall have no members.
- 4 The number of directors constituting the entire Board will not be less than one. The initial Board of Directors shall be one director who shall be elected or appointed as provided by the Corporation's Bylaws. The number of directors may be increased or decreased from time to time, but there shall be at least one director at all times. Subsequent directors shall be elected or appointed by the existing Board of Directors in accordance with the Bylaws.
- 5 The name of the Corporation's initial registered agent is Nathaniel C. Ryun, a resident of Virginia and an initial director of the corporation.
- 6 The Corporation's initial registered office address, including the street and number, which is identical to the business office of the initial registered agent, is 120 N. Hatcher Ave., Purcellville, VA 20132. The registered office is physically located in the county of Loudoun.
- 7 The names and addresses, including street and number, of the person or persons who are to serve as the initial Board of Directors are as follows:

- A. Peter A. Samuelson, 120 N. Hatcher Ave., Purcellville, VA 20132;
- B. Nathaniel C. Ryun, 120 N. Hatcher Ave., Purcellville, VA 20132.

8. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director or officer of the Corporation, or to any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof.

9. In the event of dissolution or final liquidation of the Corporation, all remaining assets and property shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for social welfare, public benefit, charitable or educational purposes and exempt under section 501(c)(3) or 501(c)(4) of the Code. In no event shall any of such assets or property be distributed to any director or officer or any private individual.

IN WITNESS WHEREOF, the undersigned has subscribed his name hereto this 23 day of September 2008.



Peter A. Samuelson
Incorporator

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, SEPTEMBER 30, 2008

The State Corporation Commission has found the accompanying articles submitted on behalf of
Madison Majority Project, Inc.

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it
is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of
the Commission, effective September 30, 2008.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By

A handwritten signature in black ink, appearing to read "Judith Williams-Johnson", written in a cursive style.

Commissioner

Commonwealth OF Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all documents constituting the charter of Madison Majority Project, Inc. on file in the Clerk's Office of the Commission.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
January 26, 2009*

Joel H. Peck

Joel H. Peck, Clerk of the Commission

Exhibit A

BY-LAWS

Madison Majority Project, Inc.

A Virginia Not-for-Profit Corporation

ARTICLE I. OFFICES

Section 1.01 **Offices.** The Corporation shall have its registered office in the state in which it is incorporated, and may have such other offices and places of business within or without such state as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II DIRECTORS

Section 2.01 **Board of Directors.** The management of the affairs, property and business of the Corporation shall be vested in a Board of Directors.

Section 2.02 **Number.** The number of directors shall be three, or more as fixed from time to time by the Board of Directors.

Section 2.03 **Term of Directors.** Each director shall hold office until the expiration of such term and until his successor, if any, has been elected and qualified, or until his earlier resignation or removal.

Section 2.04 **Election of Directors. Annual and Regular Meetings.** The annual meeting of directors shall be held on such date as may be determined by the Board of Directors. At such meeting, the directors shall elect a Board of Directors and transact such other business as may properly come before the meeting. Regular meetings of the Board of Directors may be held at such times as the Board of Directors may from time to time determine. No notice shall be required for the annual or any regular meeting of the Board of Directors.

Section 2.05 **Special Meetings.** Special meetings of the Board of Directors may be called by the President, by an officer of the corporation who is also a director or by any two directors, upon one day's notice to each director either personally or by mail, email, telephone, telecopier or telegraph, and if by telephone, confirmed in writing before or after the meeting, setting forth the time and place of such meeting. Notice of any special meeting need not be given, however, to any director who submits a signed waiver of notice, before or after the meeting, or who attends the meeting without objecting to the transaction of business.

Section 2.06 **Place of Meetings.** (a) The Board of Directors may hold its meetings, regular or special, at such places, either within or without the State of Illinois, as it may from time to time determine or as shall be set forth in any notice of such meeting.

(b) Any meeting of the Board of Directors may be held by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and such participation shall constitute presence at the meeting.

Section 2.07 Adjourned Meetings. A majority of the directors present, whether or not a quorum, may adjourn any meeting of the Board of Directors to another time and place. Notice of such adjourned meeting need not be given if the time and place thereof are announced at the meeting at which the adjournment is taken.

Section 2.08 Quorum of Directors. A majority of the total number of directors shall constitute a quorum for the transaction of business. The total number of directors means the number of directors the Corporation would have if there were no vacancies.

Section 2.09 Action of the Board of Directors. The vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the question or action is one upon which a different vote is required by express provision of statute, the Certificate of Incorporation or these By-Laws, in which case such provision shall govern the vote on the decision of such question or action. Each director present shall have one vote.

Section 2.10 Action by Written Consent of Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a written consent thereto is signed by all members of the Board of Directors or of such committee, and such written consent is filed with the minutes of proceedings of the Board of Directors or committee. Consent may be given by email.

Section 2.11 Resignation. A director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the Board of Directors or such officer, and acceptance of the resignation shall not be necessary.

Section 2.12 Removal of Directors. Any or all of the directors may be removed with or without cause by majority vote of the directors.

Section 2.13 Vacancies. Vacancies occurring in the Board of Directors for any reason may be filled by a vote of the majority of the directors then in office, although less than a quorum. A director elected to fill a newly created directorship or to fill any vacancy shall hold office until the next annual meeting of directors, and until his successor, if any, has been elected and qualified.

Section 2.14 Chairman. At all meetings of the Board of Directors the Chairman of the Board or, if one has not been elected or appointed or in his absence, a chairman chosen by the directors present at such meeting, shall preside.

Section 2.15 Committees Appointed by the Board of Directors. The Board of Directors may, by resolution passed by a majority of the entire Board of Directors or by written consent of all of the directors, designate one or more committees, each committee to consist of one or more of the directors. The Board may also designate one or more directors as alternate members of any committee who may replace any absent or disqualified committee member at any committee meeting. Any such committee, to the extent provided in the resolution, except as restricted by law, shall have and may exercise the powers of the Board of Directors in the management of the affairs, business and property of the Corporation, and may authorize the seal of the Corporation, if any, to be affixed to all papers which may require it.

Section 2.16 Compensation. Unless otherwise restricted by law, the certificate of incorporation or these Bylaws, the Board of Directors shall have the authority to fix the compensation of

directors. No such compensation shall preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

ARTICLE III OFFICERS

Section 3.01 **Offices, Election and Term.** (a) At its annual meeting the Board of Directors shall elect or appoint a President and a Secretary and may, in addition, elect or appoint at any time such other officers as it may determine. Any number of offices may be held by the same person.

(b) Unless otherwise specified by the Board of Directors, each officer shall be elected or appointed to hold office until the annual meeting of the Board of Directors next following his election or appointment and until his successor, if any, has been elected or appointed and qualified, or until his earlier resignation or removal.

(c) Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective.

(d) Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors with or without cause. Any vacancy occurring in any office by reason of death, resignation, removal or otherwise may be filled by the Board of Directors.

Section 3.02 **Powers and Duties.** The officers, agents and employees of the corporation shall each have such powers and perform such duties in the management of the affairs, property and business of the Corporation, subject to the control of and limitation by the Board of Directors, as generally pertain to their respective offices, as well as such powers and duties as may be authorized from time to time by the Board of Directors.

ARTICLE IV INDEMNIFICATION

Section 4.01 **Indemnification.** The Corporation shall indemnify the directors and officers and may, by action of the Board of Directors, indemnify its agents and employees in the manner and to the full extent provided in the laws of the state of Illinois. Such indemnification may be in addition to any other rights to which any person seeking indemnification may be entitled under any agreement, vote of directors, any provision of these By-Laws or otherwise. The directors, officers, employees and agents of the Corporation shall be fully protected individually in making or refusing to make any payment or in taking or refusing to take any other action under this Article VI in reliance upon the advice of counsel. Expenses incurred in defending any action or proceeding for which indemnification is required or permitted and authorized by the Board of Directors shall be paid by the corporation in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of the indemnified party to repay such amount if it shall ultimately be determined that the indemnified party is not entitled to be indemnified as authorized in this article VI.

ARTICLE V MISCELLANEOUS

Section 5.01 **Corporate Seal.** The corporation shall not have a corporate seal.

Section 5.02 **Execution of Instruments.** All corporate instruments and documents shall be signed or countersigned, executed, and, if desired, verified or acknowledged by a proper officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 5.03 **Fiscal Year.** The fiscal year of the Corporation shall be from January 1 through December 31, or as otherwise determined by the Board of Directors.

ARTICLE VI AMENDMENTS

Section 6.01 **Amendments.** These By-Laws may be altered, amended or repealed from time to time by the directors.